

Key Principal Partners LLC(13)	722,692	722,692	—	*
R. Louis Schneeberger(13)	20,694	20,694	—	*
Frank D. Gruttadauria(13)	9,197	9,197	—	*
Charles W. Walton(13)	25,760	25,760	—	*
Jack A. Staph(13)	9,722	9,722	—	*
Marvin Solganik(13)	9,722	9,722	—	*
Calfee, Halter & Griswold LLP(13)	9,722	9,722	—	*
Thomas R. Kully(13)	7,292	7,292	—	*
NonQuitt Partners(13)	9,722	9,722	—	*
Clark Callander(13)	9,467	9,467	—	*
Dominique Sémon(13)	972	972	—	*
Thomas G. Kelly(13)	2,429	2,429	—	*
Jeanne Chung(13)	1,458	1,458	—	*
Thomas W. Killilea(13)	487	487	—	*
Sheryl Skolnick(13)	973	973	—	*
Peter McNierney (13)	1,944	1,944	—	*
Cleveland Pacific Equity Partners I, L.P.(13)	97,223	97,223	—	*
EPKO Investment, Inc.(13)	24,306	24,306	—	*
Alain M. Oberrotman(13)	6,448	6,448	—	*
Robert A. Lauer(13)	21,748	20,748	1,000	*
David Strang(13)	32,194	32,194	—	*

Moxahela Enterprises, LLC(13)	55,126	55,126	—	*
Totals:	28,097,298	26,638,319	1,458,979	1.8%

* Indicates less than one percent (1%).

- (1) "Prior to Offering" means prior to the offering by the selling stockholders of the securities registered under this S-3 for resale.
- (2) Pursuant to that certain Senior Note and Warrant Purchase Agreement dated as of May 29, 2002 (the "Purchase Agreement"), Perseus Acquisition/Recapitalization Fund, LLC purchased (i) warrants to purchase 4,357,657 shares of our common stock at an exercise price of \$3.00 as adjusted (ii) warrants to purchase 1,318,911 shares of our common stock at an exercise price of \$3.96 as adjusted, (iii) warrants to purchase 43,577 shares of our common stock an exercise price of \$4.61 as adjusted and (iv) warrants to purchase 10,894 shares of our common stock an exercise price of \$1.75 as adjusted. All of the warrants are exercisable until May 30, 2009. The shares underlying the warrants are included in the registration statement of which this prospectus is a part. Ray E. Newton, III is a managing director of Perseus, LLC, is also a member of our board of directors.
- (3) Pursuant to the Purchase Agreement, Perseus Market Opportunity Fund, LP, purchased (i) warrants to purchase 4,055,847 shares of our common stock at an exercise price of \$3.00 as adjusted (ii) warrants to purchase 1,227,564 shares of our common stock at an exercise price of \$3.96 as adjusted, (iii) warrants to purchase 40,558 shares of our common stock at an exercise price of \$4.61 as adjusted and (iv) warrants to purchase 10,140 shares of our common stock at an exercise price of \$1.75 as adjusted. All of the warrants are exercisable until May 30, 2009. The shares underlying the warrants are included in the registration statement of which this prospectus is a part. Ray E. Newton III is a managing director of Perseus, LLC, and is also a member of our board of directors.
- (4) Pursuant to the Purchase Agreement, Cardiac Science Co-Investment, LP, purchased (i) warrants to purchase 1,586,496 shares of our common stock at an exercise price of \$3.00 as adjusted, (ii) warrants to purchase 480,177 shares of our common stock at an exercise price of \$3.96 as adjusted, (iii) warrants to purchase 15,865 shares of our common stock an exercise price of \$4.61 as adjusted and (iv) warrants to purchase 3,966 shares of our common stock at an exercise price of \$1.75 as adjusted. All of the warrants are exercisable until May 30, 2009. The shares underlying the warrants are included in the registration statement of which this prospectus is a part. Ray E. Newton III is a managing director of Perseus, LLC, and is also a member of our board of directors.
- (5) Embassy & Co. is holding the shares as nominee for U.S. Bank N.A. in its capacity as escrow agent for the benefit of Compliant Corporation.
- (6) Represents 1,409,979 shares of common stock and warrants to purchase 45,000 shares of common stock at \$5.00.
- (7) Represents 1,283,334 shares of common stock and warrants to purchase 128,333 shares of common stock at \$5.00.
- (8) Represents 945,000 shares of common stock and warrants to purchase 45,000 shares of common stock at \$5.00.

- (9) Pursuant to a development agreement, we issued GE a warrant to purchase 750,000 shares of our common stock with an exercise price of \$3.00 per share.
- (10) Represents 50,000 shares of common stock and warrants to purchase 5,000 shares of common stock at \$5.00.
- (11) Represents warrants to purchase 12,000 shares of common stock at \$1.80 and 12,000 at \$3.27. Allen & Caron, Inc. provides corporate communication services to us and is compensated partly through warrants to purchase shares of our common stock.
- (12) Represents warrants to purchase 3,000 shares of common stock at \$1.80, 3,000 at \$3.27 and 3,000 at \$2.00. Matt Clawson is an employee of Allen & Caron, Inc., which provides corporate communication services to us and is compensated partly through warrants to purchase shares of our common stock.
- (13) Represents shares of common stock assigned by Compliant Corporation to certain of its stockholders, respectively, pursuant to an assignment instrument dated January 20, 2004, as amended March 19, 2004, in connection with Compliant Corporation's plan of liquidation and dissolution. Prior to the delivery of any shares to a Compliant Corporation stockholder, such stockholder shall have entered into a lock-up agreement that provides for, among other things, a proportionate monthly release of a portion of the stockholder's shares from lock-up over an 8-month period ending on or about November 14, 2004.

All information in this prospectus supplement is as of March 31, 2004.

The date of this prospectus supplement is March 31 2004.